

POTLATCH CORP
 Form 4
 November 12, 2004

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIEGEL L PENDLETON

(Last) (First) (Middle)
 601 W. RIVERSIDE AVENUE,
 SUITE 1100
 (Street)

SPOKANE, WA 99201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POTLATCH CORP [PCH]

3. Date of Earliest Transaction
 (Month/Day/Year)
11/10/2004

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or (D)	Disposed of (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 36.5	11/10/2004	D ⁽¹⁾	(D)	22,000	<u>(1)</u>	12/01/2004	Common Stock	22,000
Employee Stock Option (right to buy)	\$ 34.7691	11/10/2004	A ⁽¹⁾	(A)	23,095	<u>(1)</u>	12/01/2004	Common Stock	23,095
Employee Stock Option (right to buy)	\$ 41.25	11/10/2004	D ⁽¹⁾	(D)	10,310	<u>(1)</u>	12/07/2005	Common Stock	10,310
Employee Stock Option (right to buy)	\$ 39.2939	11/10/2004	A ⁽¹⁾	(A)	10,823	<u>(1)</u>	12/07/2005	Common Stock	10,823
Employee Stock Option (right to buy)	\$ 41.25	11/10/2004	D ⁽¹⁾	(D)	9,690	<u>(1)</u>	12/07/2005	Common Stock	9,690
Employee Stock Option (right to buy)	\$ 39.2939	11/10/2004	A ⁽¹⁾	(A)	10,172	<u>(1)</u>	12/07/2005	Common Stock	10,172
Employee Stock Option (right to buy)	\$ 44.375	11/10/2004	D ⁽¹⁾	(D)	21,050	<u>(1)</u>	12/05/2006	Common Stock	21,050
Employee Stock Option (right to buy)	\$ 42.2707	11/10/2004	A ⁽¹⁾	(A)	22,098	<u>(1)</u>	12/05/2006	Common Stock	22,098

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Employee Stock Option (right to buy)	\$ 48.25	11/10/2004	D ⁽¹⁾	17,500	(1)	12/04/2007	Common Stock	17,500
Employee Stock Option (right to buy)	\$ 45.9619	11/10/2004	A ⁽¹⁾	18,371	(1)	12/04/2007	Common Stock	18,371
Employee Stock Option (right to buy)	\$ 37.75	11/10/2004	D ⁽¹⁾	34,000	(1)	12/03/2008	Common Stock	34,000
Employee Stock Option (right to buy)	\$ 35.9599	11/10/2004	A ⁽¹⁾	35,693	(1)	12/03/2008	Common Stock	35,693
Employee Stock Option (right to buy)	\$ 41.375	11/10/2004	D ⁽¹⁾	60,000	(1)	12/02/2009	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 39.413	11/10/2004	A ⁽¹⁾	62,987	(1)	12/02/2009	Common Stock	62,987
Employee Stock Option (right to buy)	\$ 32.0625	11/10/2004	D ⁽¹⁾	66,000	(1)	12/07/2010	Common Stock	66,000
Employee Stock Option (right to buy)	\$ 30.5421	11/10/2004	A ⁽¹⁾	69,286	(1)	12/07/2010	Common Stock	69,286
Employee Stock Option (right to buy)	\$ 24.88	11/10/2004	D ⁽¹⁾	66,000	(1)	12/05/2012	Common Stock	66,000
	\$ 23.7002	11/10/2004	A ⁽¹⁾	69,286	(1)	12/05/2012		69,286

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 33.18	11/10/2004	D ⁽¹⁾	26,400	(1)	12/04/2013	Common Stock	26,400	
Employee Stock Option (right to buy)	\$ 31.6066	11/10/2004	A ⁽¹⁾	27,714	(1)	12/04/2013	Common Stock	27,714	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SIEGEL L PENDLETON 601 W. RIVERSIDE AVENUE, SUITE 1100 SPOKANE, WA 99201	X		Chairman and CEO	

Signatures

Malcolm A. Ryerse,
Attorney-in-fact

11/12/2004

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On October 25, 2004, the Board of Directors of Potlatch Corporation (the "Company") declared a special cash dividend to stockholders of record on November 10, 2004. The Company's applicable stockholder-approved stock incentive plans require proportionate adjustment of the exercise price and the number of shares of common stock covered by outstanding awards under such plans in a manner determined by

- (1) the Executive Compensation and Personnel Policies Committee of the Company's Board of Directors to reflect the declaration of the special cash dividend. The adjustment of the outstanding award is being reported as a deemed cancellation and regrant of the original stock option to clarify the change in the exercise price and number of shares covered by the subject stock option. The original option provided for vesting in two equal annual installments following the date of grant.
- (2) The option has no purchase or sale price, therefore Column 8 has been left blank.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.